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RIGHT OF FIRST REFUSAL

PAGES: 4

In consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, MALCOLM W. GAULD (Mr. Gauld) with an address of 684 High Street, Bath, ME 04530, hereby GRANTS to HYDE SCHOOL, a Maine nonprofit corporation ("Hyde School"), with a mailing address of 616 High Street, Bath, ME 04530, a RIGHT OF FIRST REFUSAL on property located at 684 High Street, Bath, Maine and more particularly described on Schedule A attached hereby and made a part hereof ("First Refusal Premises").

This Right of First Refusal shall be exercised as follows: In the event Mr. Gauld, his surviving spouse, his estate or his personal representative shall wish to sell, transfer, or assign any or all of the First Refusal Premises to any person or entity, then Hyde School shall have the right of first refusal to purchase the First Refusal Premises upon terms and conditions no less favorable than those pursuant to which Mr. Gauld, his surviving spouse, his estate, or his personal representative proposes to transfer to such third party.

This Right of First Refusal shall continue in the event Mr. Gauld, his surviving spouse, his estate or personal representative, as the case may be, does not sell the First Refusal Premises pursuant to any bona fide offer that is not accepted by Hyde School pursuant to said offer's terms and conditions. This Right of First Refusal shall burden all of the First Refusal Premises until the entire First Refusal Premises has been sold in compliance with this Right of First Refusal.

This Right of First Refusal shall be binding on the heirs, legal representatives and assigns of Mr. Gauld and shall inure to the benefit of the successors and assigns of Hyde School.

IN WITNESS WHEREOF, Malcolm W. Gauld has executed this Right of First Refusal on the 1st day of July, 2014.

WITNESS:

Susan M. Schofield

Malcolm W. Gauld
Malcolm W. Gauld

State of Maine
County of Cumberland, ss.

11-13, 2014

Personally appeared Malcolm W. Gauld and acknowledged the foregoing instrument to be his free act and deed.

Before me,

Cynthia Morgan
Notary Public/Attorney-at-Law

Cynthia Morgan
Printed Name

CYNTHIA MORGAN
NOTARY PUBLIC
MY COMMISSION EXPIRES FEB. 6, 2015

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Schedule A
First Refusal Premises

Parcel I

A certain lot or parcel of land, together with all the buildings thereon, situated in Bath, in the County of Sagadahoc and State of Maine, and bounded and described as follows, to wit:

Beginning on the West side of High Street eleven (11) rods North of the road leading to Standish Mills, called the Western Avenue; thence running West twenty-five (25) rods on the North line of land now or formerly of Jacob P. Morse to the West line of the Rope Walk lot, so-called, and land formerly owned by Isaiah Crooker; thence North by said Crooker and Rope Walk line six (6) rods; thence East parallel with said Morse's North line about twenty-five (25) rods to High Street; thence southerly by said Street to the first mentioned bounds.

The above-described premises are subject to the rights of the State of Maine for highway purposes and a Notice of Layout and Taking dated March 17, 1965 and recorded in the Sagadahoc County Registry of Deeds in Book 344, Page 1.

For source of title, reference may be had to a certain instrument from Dorothy M. Rubin to Jean H. Youngren dated September 22, 1980 and recorded in the Sagadahoc County Registry of Deeds in Book 557, Page 73.

Parcel II

A certain lot or parcel of land situated in Bath, in the County of Sagadahoc and State of Maine, and bounded and described as follows, to wit:

Beginning at a point on the North side of Western Avenue one hundred thirty-five (135) feet West of the intersection of the West side of High Street and the North side of Western Avenue, and running westerly along the North side of Western Avenue twelve (12) feet to property of one Donaldson; thence northerly by said Donaldson land, one hundred (100) feet to property now or formerly of one Carver; thence easterly by said Carver land twelve (12) feet to land formerly of Wentworth; thence southerly by the Wentworth land one hundred (100) feet to the North side of Western Avenue at the point of beginning. Meaning and intending to convey a rectangular parcel of land 100 feet by 12 feet.

Parcel III

A certain lot or parcel of land, together with all the buildings thereon, situated in said Bath, and bounded and described as follows, to wit:

Beginning at a point on the West line of High Street in said Bath one hundred (100) feet northerly from the intersection of High Street and Western Avenue; thence running northerly by High Street eighty-six (86) feet, more or less, to land of Dorothy M. Rubin; thence westerly by said Dorothy Rubin's South line two hundred (200) feet; thence southerly by land formerly of Thibodeau eighty-six (86) feet, more or less, to land of one Donaldson; thence easterly parallel with Western Avenue and keeping a distance of one hundred (100) feet therefrom, by lands of said Donaldson and Fred and Ruth Wentworth two hundred (200) feet, more or less, to High Street and the point of beginning.

The above-described Parcels II and III are conveyed subject to the rights of the State of Maine for highway purposes and a Notice of Layout and Taking dated March 17, 1965 and recorded in the Sagadahoc County Registry of Deeds in Book 344, Page 1.

For source of title to Parcels II and III, reference may be had to a certain instrument from Harold J. Rubin to Jean H. Youngren dated September 22, 1980 and recorded in the Sagadahoc County Registry of Deeds in Book 557, Page 75.

Being the same premises conveyed to Hyde School by Riggs Bank, N.A., formerly known as The Riggs National Bank of Washington, D.C., Personal Representative of the Estate of Jean Hayes Youngren, by deed dated May 6, 1999 and recorded in the Sagadahoc County Registry of Deeds in Book 1683, Page 150. Further reference is made to a deed from Hyde School to Judee von Seldeneck, Trustee of Hyde School Realty Trust, which deed is dated August 8, 2005 and recorded in the Sagadahoc County Registry of Deeds in Book 2606, Page 300.

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